

18972-A

SEP 8 1994 -9 00 AM

MEMORANDUM OF LEASE ASSIGNMENT dated as of September 8, 1994, by FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust, a Utah trust, and FIRST SECURITY BANK OF IDAHO, NATIONAL ASSOCIATION, a national banking association.

The undersigned have entered into that certain Equipment Trust Agreement dated as of September 8, 1994, covering the railroad equipment listed in Schedule A hereto, pursuant to which equipment trust certificates having a final maturity of July 1, 2004 and July 1, 2012, are being issued on the terms and conditions set forth in said Equipment Trust Agreement, and wish to show for the public record the assignment thereunder to First Security Bank of Idaho, National Association, security trustee thereunder, of all of the right, title, and interest of First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust, a Utah trust, in and to the Lease of Railroad Equipment dated as of September 8, 1994, between TTX Company and First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust in respect of such equipment, and all payments due and to become due thereunder, excluding, however, interests in certain rights, payments, and indemnities, as more fully set forth in said Equipment Trust Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this agreement to be duly executed by their respective officers thereunto duly authorized:

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION, not in its individual
capacity but solely as trustee for
TTX Lease 42-B Trust

By Carl J. Mathis
Name: Carl J. Mathis
Title: **TRUST ADMINISTRATOR**

FIRST SECURITY BANK OF IDAHO,
NATIONAL ASSOCIATION

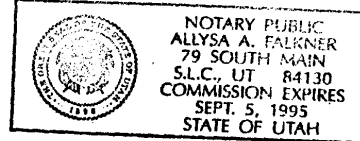
By B. King
Name: Brett R. King
Title: **Trust Officer**

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this 31 day of August, 1994, before me personally appeared Carl J. Mathis, to me personally known, who, by me being duly sworn, says that he is a(n) **TRUST ADMINISTRATOR** of First Security Bank of Utah, National Association, that said instrument was signed and sealed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

My commission expires

Allysa A. Falkner
Notary Public

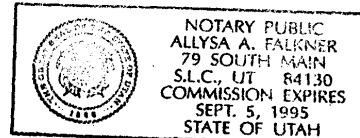


STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this 31 day of August, 1994, before me personally appeared Brett R. King, to me personally known, who, by me being duly sworn, says that he is a(n) **TRUST OFFICER** of First Security Bank of Idaho, National Association, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires

Allysa A. Falkner
Notary Public



TL42
08/26/94

SCHEDULE A

KEYCORP LEASING

TTX COMPANY
LEASE NO. 42B
DATED AS OF SEPTEMBER 8, 1994
CLOSING #1, ON SEPTEMBER 8, 1994

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
GUNDERSON, INC.					
SINGLE-UNIT ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	15	15	456448-456462.	JUNE-JULY, '94	T-3893-F
JOHNSTOWN AMERICA CORPORATION					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	1 4 8	5 20 40	653931. 653962-653965. 654029-654036.	MARCH, '94 MARCH, '94 APRIL, '94	T-2093-B T-3093-B T-3093-B
NATIONAL STEEL CAR LIMITED					
FOUR-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	1	4	430115.	MAY, '94	T-2093-N
TRINITY INDUSTRIES, INC.					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	8 3	40 15	553688-553695. 553822-553824.	MAR-APR, '94 MAR-JULY, '94	T-2093-P T-3A93-P
TOTAL	40	139			